

AMENDED AND RESTATED
BYLAWS
of the
NORTH CAROLINA
TURNPIKE AUTHORITY

The following Amended and Restated bylaws are adopted by the North Carolina Turnpike Authority Board to be effective as of the date of approval by the North Carolina Secretary of Transportation as indicated below. In this document, unless otherwise provided, "Secretary" shall mean the North Carolina Secretary of Transportation, a member of the Governor's Cabinet.

ARTICLE I
**Purpose and Powers of the
Authority**

§ 1.1. **Purpose.** The purpose for which the Authority is organized is: to study, design, plan, construct, own, promote, finance, and operate a system of toll roads, bridges, and/or tunnels supplementing the traditional non-toll transportation system serving the citizens of the State of North Carolina.

§ 1.2. **Powers.** Pursuant to Session Law 2009-343, codified as North Carolina General Statute (N.C.G.S.) §136-89.182(b), the Authority no longer exercises its powers independently of the Secretary but shall be subject to the direction and supervision of the Secretary. From time to time the Secretary will delegate certain powers to the Authority not inconsistent with Article 6H of Chapter 136 of the North Carolina General Statutes.

ARTICLE II
Offices and Process Agent

§ 2.1. **Principal Office.** The principal office of the Turnpike Authority shall be located in the Transportation Building, 1 South Wilmington Street, Raleigh, North Carolina, or at such other facilities of the Department of Transportation designated by the

Secretary.

§ **2.2. *Other Offices.*** The Authority may have offices at such other facilities of the Department of Transportation as designated by the Secretary.

§ **2.3. *Process Agent.*** The Department of Transportation process agent shall serve as the process agent for the Authority.

ARTICLE III **Authority Board**

§ **3.1. *Member.*** The North Carolina Turnpike Authority shall be governed by a nine- member board as specified in N.C.G.S. § 136-89.182(c), subject to and consistent with the direction and supervision of the Secretary per the Type I transfer of the North Carolina Turnpike Authority in 2009 to the North Carolina Department of Transportation in accordance with N.C.G.S. § 143A-6. Except where certain powers have been specifically delegated to the Authority Board, exercise of powers set forth in N.C.G.S. § 136-89.183 will be by decision of the Secretary.

§ **3.2. *Terms.*** Members shall serve for terms as specified in N.C.G.S. § 136-89.182(e).

§ **3.3. *Vacancies.*** All members of the Authority Board shall remain in office until their successors are appointed and qualified. The original appointing authority may appoint a member to serve out the unexpired term of any member.

§ **3.4. *Removal of Board Members.*** Each member of the Authority Board shall serve at the pleasure of the appointing authority. A member may be removed by the appointing authority at any time by certifying in writing to the Secretary or chair of the Authority Board that such member has been removed by such appointing authority.

§ **3.5. *Compensation.*** The appointed members of the Authority Board shall receive no salary for their services but shall be entitled to receive per diem and travel allowances in accordance with the provisions of N.C.G.S. §§138-5 and 138-6 as appropriate.

ARTICLE IV
Officers

§ 4.1. *Chair.* The chair of the Authority Board shall be selected by the Authority Board. The chair shall preside at all meetings of the Authority Board and shall perform such other duties as may be prescribed by the Authority Board from time to time.

§ 4.2. *Vice-Chair.* A vice-chair shall be selected by the Authority Board and in the case of the absence or disability of the chair, the vice-chair shall perform the duties of the chair. The vice-chair shall perform such other duties as may be prescribed by the Authority Board from time to time.

§ 4.3. *Secretary-Treasurer.* A secretary-treasurer of the Authority Board shall be selected by the Authority Board. The secretary-treasurer shall insure that appropriate business, financial, attendance, and other records of the Authority Board are kept in accordance with all applicable statutes, rules, and regulations, and sound business practices. The secretary-treasurer shall perform such other duties as may be prescribed by the Authority Board from time to time.

§ 4.4. *Elections.* The term of office for the chair, vice-chair and secretary-treasurer is two years. Commencing with the second quarterly meeting of the full Authority Board for the Fiscal Year 2023, elections of the chair, vice-chair and secretary-treasurer by the Authority Board shall take place at the full Authority Board's second quarterly meeting on odd years. The chair, vice-chair and secretary-treasurer may be re-elected to successive terms by the Authority Board. Vacancies occurring during a two-year term shall be filled at the next regularly scheduled Authority Board meeting to serve the remainder of the term of the officer leaving office, subject to re-election on the same date as the other officers not vacating their term.

ARTICLE V
Committees

§ 5.1. *Committees.* The chair may designate one or more standing or special committees for such purpose and duration as

the chair deems necessary. Such committees shall have such duties and powers as may be prescribed by the chair. The committees shall report their recommendations for action to the Authority Board and the same shall be subject to the Authority Board's approval unless specific duties are delegated with power to act. The chair of the Authority Board shall be an *ex officio*, non-voting member of all committees.

§ 5.2. **Membership.** Unless otherwise specified by the Authority Board, the members of each committee shall be appointed and removed by the chair.

§ 5.3. **Procedures.** A majority of the respective committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of that committee.

ARTICLE VI

Meetings of the Authority Board

§ 6.1. **Regular Meetings.** The Authority Board shall meet not less than quarterly at such time and place in the State as specified by the Authority Board.

§ 6.2. **Special Meetings.** Special meetings of the Authority Board may be called by the chair of the Authority Board or a majority of the Authority Board upon 48 hours' notice to Authority Board members and the public.

§ 6.3. **Emergency Meetings.** Emergency meetings of the Authority Board may be called by the chair of the Authority Board or a majority of the Authority Board because of an unexpected circumstance that requires immediate consideration by the Authority Board. Only business connected with the emergency may be considered at such meeting. Notice to the public shall be as required by Article 33C of Chapter 143 of the North Carolina General Statutes.

§ 6.4. **Open Meetings Law Compliance.** Notice of official meetings and the official meetings of the Authority Board shall be

subject to the provisions of Article 33C-*Meetings of Public Bodies* of Chapter 143 of the North Carolina General Statutes.

§ 6.5. **Quorum.** A simple majority of the Authority Board shall constitute a quorum for the transaction of business.

§ 6.6. **Voting Procedures.** The Authority Board shall determine its policies by majority vote of the members of the Authority Board present and voting, a quorum having been established. All formal action of the Authority Board shall be by motion or resolution adopted at a duly called meeting of the Authority Board.

§ 6.7. **Conduct of Meetings.** All meetings of the Authority Board shall be conducted under Roberts Rules of Order, unless specifically provided otherwise by the Authority Board or these Bylaws.

§ 6.8. **Attendance.** The chair shall excuse members from attendance at official meetings of the Authority Board for good cause shown. The secretary-treasurer shall keep a record of excused and unexcused absences and shall report same to the appointing authorities not less than semi-annually.

§ 6.9. **Participation by Telephone.** Members may attend official meetings of the Authority Board by use of conference telephone or other electronic means that allows all persons participating in the meeting to hear each other. Participation by these means shall be deemed attendance in person.

§ 6.10. **Agendas.** Agendas shall be set by the chair.

§ 6.11. **Minutes.** The Authority Board shall keep minutes of its meetings which shall be approved by the Authority Board and shall at all times be open to public inspection.

ARTICLE VII

Staff

§ 7.1. **Executive Director.** The Secretary shall appoint the Executive Director. The Executive Director shall have the

duties, powers, and authority as delegated by the Secretary not inconsistent with Article 6H, of Chapter 136 of the North Carolina General Statutes. The Executive Director shall be the Authority's chief administrative officer and shall be responsible for the daily administration of toll roads and bridges constructed, maintained, or operated by the Authority.

§ 7.2. ***Administrative Employees.*** In consultation with the Secretary, the Executive Director or his designee shall appoint, employ, dismiss, and within the limits of available funding, adjust the compensation of administrative employees as the Executive Director deems necessary to carry out the functions of the Authority.

§ 7.4. ***Exemption from North Carolina Human Resources Act.*** Pursuant to N.C.G.S. § 126-5(c1)(22), only Article 6 (Equal Employment Opportunity) and Article 7 (Privacy of State Employee Personnel Records) of Chapter 126 of the North Carolina General Statutes shall apply to employees of the North Carolina Turnpike Authority.

§ 7.5. ***Policy Directives.*** Once a policy is established by the Authority Board in accordance with the authority delegated to it by the Secretary, the Authority Board shall communicate it to the Executive Director or the Executive Director's designee, who shall have the sole and exclusive authority to execute the policy of the Authority. No member of the Authority Board shall have the responsibility or authority to give operational directives to any employee of the Authority other than the Executive Director or the Director's designee.

ARTICLE VIII

Ethics

§ 8.1. ***Applicability of Ethics Provisions.*** All members and employees shall comply with the ethical requirements of any applicable Executive Order and the requirements of the State Government Ethics Act found in Chapter 138 of the North Carolina General Statutes, and the reporting and training requirements as administered by the North Carolina State Ethics Commission.

§ 8.2. *Conflicts of Interest.* Members of the Authority Board shall be subject to the provisions of N.C.G.S. §§ 136-13, 136-13.1, and 136-14.

§ 8.3. *Ethics Policy.* The Authority Board shall adopt a supplemental code of ethics applicable to the members of the Authority Board.

ARTICLE IX

Miscellaneous

§ 9.1. *Fiscal Year.* The fiscal year of the Authority shall be July 1 - June 30.

§ 9.2. *Seal.* The official seal of the Authority shall consist of two concentric circles and in the center of which is inscribed SEAL and including the name "North Carolina Turnpike Authority."

§ 9.3. *Audit.* The operations of the Authority shall be subject to the oversight of the State Auditor pursuant to Article 5A of Chapter 147 of the North Carolina General Statutes.

§ 9.4. *Record Keeping.* The Authority is a public agency subject to the provisions of the Public Records Act-Chapter 132 of the North Carolina General Statutes. The records of the Authority shall be maintained in accordance with N.C.G.S. § 121-5 and the rules and regulations of the Department of Cultural Resources.

ARTICLE X

Amendments

§ 10.1. *Amendments to Bylaws.* Any subsequent changes or amendments to these bylaws shall require the concurrence of a two-thirds majority of the entire Authority Board and must be included in the Annual Report pursuant to N.C.G.S. § 136-89.183.

**CERTIFICATION OF
ADOPTION**

The Vice-Chair of the North Carolina Turnpike Authority Board, does hereby certify that the foregoing Amended and Restated Bylaws were adopted by the Authority Board at a public meeting held in Raleigh, NC subject to the review and approval by the Secretary of Transportation.

DocuSigned by:

James S. Walker

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11/29/2022

James Walker, Vice Chairman

Date

Reviewed and Approved this the 29th day of November, 2022 by:

DocuSigned by:

J. E. Boyette

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J. Eric Boyette, Chairman, Secretary of Transportation